

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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|-----------------------------------|---|------------------------|
| In re: | : | Chapter 11 |
| | : | |
| W.R. Grace & Co., <u>et al.</u> , | : | Case No. 01-1139 (JKF) |
| | : | |
| Debtors. | : | (Jointly Administered) |

Related to Docket No. 21544, 21714

**CERTAIN INSURERS' FINAL PHASE II WITNESS LIST IN COMPLIANCE WITH
THIRD AMENDED CASE MANAGEMENT ORDER**

Fireman's Fund Insurance Company (and possibly other related companies) (with respect to non-surety claim related issues), Allianz S.p.A., f/k/a Riunione Adriatica Di Sicurta, and Allianz SE, f/k/a Allianz Aktiengesellschaft (collectively, "Certain Insurers"), by and through their undersigned attorneys, pursuant to paragraph 3 of the Court's Third Amended Case Management Order [Docket No. 21544] (the "CMO"), identify the following witnesses who may be called to testify at the Phase II hearing (the "Hearing") on confirmation of the *First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W.R. Grace & Co., et al., the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders Dated as of February 27, 2009* (the "Plan")¹:

1. All Witnesses identified in *Certain Insurers' Final Witness List For Phase I In Compliance With Third Amended Case Management Order* [Docket No. 21714];
2. H. Sean Mathis; and
3. Hudson La Force.

¹ Capitalized terms not defined herein have the meanings given to them in the Plan.

In addition to the foregoing specifically identified witnesses, Certain Insurers reserve the right to call witnesses from one or more of the following categories of individuals:

- A. Individuals to provide testimony in support of one or more summaries consistent with Federal Rule of Evidence 1006;
- B. Any individual designated at any time as a witness by any other party, notwithstanding whether any designation filed by a party subsequently is amended to remove any previously designated witness; and
- C. Any individual identified by any other party in discovery.

Certain Insurers reserve the right to join in any other Final Witness Lists for Phase II of the Hearing. Certain Insurers further reserve the right to revise and/or amend the foregoing list; to make any adjustments or changes thereto as they believe are necessary; and to seek to introduce into evidence any admission made by any party, whether or not such party or person making the admission was identified herein or not. Further, as discovery is ongoing, this witness list is submitted without prejudice to (i) the designation or presentation of any and all witnesses that Certain Insurers may deem necessary at the Hearing, and (ii) the rights of Certain Insurers to present no witnesses at the Hearing.

Dated: June 15, 2009
Wilmington, Delaware

STEVENS & LEE, P.C.

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